

# **PLUS8 GLOBAL VENTURES, LTD.**

## **Management Discussion and Analysis (“MD&A”)**

### **For the nine months ended September 30, 2015**

**As at November 26, 2015**

#### **BACKGROUND AND GOING CONCERN**

For the period ended September 30, 2015, the Company has prepared this management discussion following the requirements of National Instrument 51-102 (“NI-51-102”) and should be read in conjunction with the unaudited condensed consolidated interim financial statements and accompanying notes for the period ended September 30, 2015 prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for the Company can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

The reader should also refer to the audited consolidated financial statements for the year ended December 31, 2014.

The incorporation jurisdiction of Plus8 Global Ventures (“the Company” or “Plus8 Global”) is British Columbia.

Subsequent to period ended September 30, 2015, the Company entered into a non-binding letter of intent (“LOI”) to purchase all of the assets related to a parcel delivery mobile app technology platform known as “ParcelPal” from a Vancouver based software developer. In accordance with the terms of the LOI, the Company has agreed to acquire all of the assets related to ParcelPal in exchange for the issuance of 2,000,000 common shares of the Company.

The focus of the Company is to leverage technology to provide innovative services and products. The Company is currently focusing its efforts on acquiring technologies, including the recent acquisition of the ParcelPal app. The Company also has certain rights to the TraderOS Platform.

The TraderOS Platform is a social collaborative charting, news and communication platform. The platform’s online environment for traders and investors consolidates their information needs into a single location. Traders can communicate with peers in real-time through chat and instant messaging. Aggregated content from blogs, other social platforms (i.e. Twitter™), and articles and multimedia across the web can be accessed seamlessly within the platform environment. Users can monitor other traders on their premium content feed, view charts and articles posted by others, stream real-time financial news, and monitor stock quotes. The platform will allow traders to collaborate and share trading ideas and information with the entire user base or selected groups giving them access to a “virtual trading floor”.

#### **GOING CONCERN**

The Company had loss of \$56,265 during the period ended September 30, 2015 (2014 – income of \$307,880) and has a deficit of \$1,269,539 as at September 30, 2015 (December 31, 2014 - \$1,213,274). These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The Company has material financial uncertainties that may cast significant doubt upon the Company’s ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

#### **FORWARD LOOKING STATEMENTS**

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Plus8 Global to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the nascent branding, social media technology, which is affected by numerous factors beyond Plus8 Global’s control; the Company’s ability to succeed in the North American market; and access to debt and equity; and the early stage of Plus8 Global’s business. The Company is subject to the risks associated with early stage companies, including

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uncertainty of revenues, markets and profitability and the ability to access debt or equity financing, as necessary. Although Plus8 Global has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. All material assumptions used in making forward-looking statements are based on management's knowledge of current business conditions and expectations of future business conditions and trends, including their knowledge of the current sales trends, general economic conditions affecting Plus8 Global and the Canadian and US economies. Although Plus8 Global believes the assumptions used to make such statements are reasonable at this time and has attempted to identify in its continuous disclosure documents important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Certain material factors or assumptions are applied by the Company in making forward-looking statements, including without limitation, factors and assumptions regarding Plus8 Global's continued ability to fund its business, rates of customer defaults, relationship with, and payments to its line of credit provider and debenture holders, acceptance of its products in the marketplace, as well as its operating cost structure and current and future trends in social media advertising and traditional print media. Accordingly, readers should not place undue reliance on forward-looking statements. Plus8 Global does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

**SUMMARY OF QUATERLY RESULTS**

Following is a table of the income, total assets, operating loss for the past eight quarters.

<b>For the three months ended</b>				
	<b>September 30, 2015</b>	<b>June 30, 2015</b>	<b>March 31, 2015</b>	<b>December 31, 2014</b>
Other income	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Total assets	32,942	37,990	8,124	7,679
Operating loss	(15,911)	(31,411)	(8,943)	(46,098)
Net loss	(15,911)	(31,411)	(8,943)	(46,098)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Dividends	-	-	-	-
	<b>September 30, 2014</b>	<b>June 30, 2014</b>	<b>March 31, 2014</b>	<b>December 31, 2013</b>
Other income	\$ Nil	\$ Nil	\$ Nil	\$ (6,610)
Total assets	6,495	9,477	9,197	12,578
Operating loss	(25,306)	(12,256)	(11,842)	(205,047)
Net income (loss)	(25,306)	345,028	(11,842)	(197,437)
Income (loss) per share	(0.00)	0.01	(0.00)	(0.00)
Dividends	-	-	-	-

During the period ended September 30, 2014, the Company sold a subsidiary resulting in a gain on the sale of subsidiary of \$357,284, which was recorded to deficit.

The Company had no revenues during the past eight quarters, but had incidental other income. Expenses in December 31, 2013 primarily consisted of professional fees and software development costs. Prior to the quarter ended December 31, 2013, the Company's expenses were limited to software development costs, professional and

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compliance fees. Costs decreased after the sale of the subsidiary in May 2014, thereby reducing the net loss per quarter.

#### **SELECTED QUARTERLY RESULTS**

In the nine months ended September 30, 2015, compared to the nine months ended September 30, 2014, the Company’s operating expenses increased to \$56,265 from \$49,404, mainly as a result of increased professional fees due to additional legal work related to the letter of intent and financings

In the three months ended September 30, 2015, compared to the three months ended September 30, 2014, the Company’s operating expenses decreased to \$15,911 from \$25,306, mainly as a result of additional legal fees in 2014 due to legal work relating to the letter of intent and financings.

#### **LIQUIDITY AND CAPITAL RESOURCES**

As at September 30, 2015 the Company had net working capital deficiency of \$44,533 compared to \$75,445 as at December 31, 2014.

On April 2, 2015, the Company issued 3,600,000 common shares pursuant to a non-brokered private placement at \$0.025 per share for proceeds of \$90,000.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The Company has material financial uncertainties that cast significant doubt upon the Company’s ability to continue as a going concern.

#### **RELATED PARTY TRANSACTIONS**

The Company had no related party disclosures to report during the nine month period ended September 30, 2015.

#### **CAPITAL MANAGEMENT**

The Company defines capital that it manages as its shareholders’ equity. When managing capital, the Company’s objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of a social collaborative charting, news and communication platform for traders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes to the Company’s approach to capital management during the period ended September 30, 2015.

#### **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The Company is subject to a number of risks and uncertainties due to the nature of its business. The Company’s activities expose the Company to various financial and operational risks that could have a significant impact on its level of operating cash flows in the future. Readers are advised to study and consider risk factors stressed below.

The following are identified as main risk factors that could cause actual results to differ materially from those stated in any forward-looking statements made by, or on behalf of, the Company.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate and liquidity risk.

- a) Currency risk

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The Company operates in Canada and is not subject to significant currency risk.

b) Credit risk

Credit risk is risk of financial loss to the Company if the counterparty to a financial statement fails to meet its contractual obligations. The Company’s cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company’s ability to continue as a going concern is dependent on management’s ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

**ADOPTION OF ACCOUNTING POLICIES AND ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET ADOPTED**

Please refer to the September 30, 2015 condensed consolidated interim financial statements on [www.sedar.com](http://www.sedar.com) for details.

**COMMON SHARES**

At November 26, 2015, the Company had 16,054,850 common shares outstanding.

**CHANGE OF MANAGEMENT**

During November 2015, the Company announced that that Mr. Jason Moreau, a current director of the Company, has been appointed as President and Chief Executive Officer of the Company effective immediately. Mr. Moreau’s background includes experience with technology companies and public markets. Mr. Moreau founded and ran a SaaS (software as a service) company listed on the TSX Venture Exchange for 15 years until its sale to a NASDAQ-listed company in 2011. Mr. Moreau’s appointment follows the resignation of Martin Woodward as Chief Executive Officer. Mr. Woodward will continue to serve on the Company’s board of directors.